

# Due Diligence Checklist and Timeline:

Not Applicable or Not Available. Instructions: Please complete and submit items in the order requested below, noting the Date Delivered and whether the item is Complete,

No	Rem Description:	Select:	Delivered:
_	Company Info Worksheet ICLICK HERE	incomplete	
2	Contact Info Worksheet [CLICK HERE]	incomplete	WATER CONTROL OF THE PARTY OF T
ω	Business Opportunity Worksheet [CLICK HERE]	ncomplete	
4	Combined Historical and Pro Forma Financials [CLICK HERE]	incomblete.	***************************************
5	Capital Structure Worksheet [CLICK HERE]	eje (Tropieje	ATTENDED TO THE PERSON OF THE
6	Customer References Worksheel ICLICK HERE]	acomoicto.	
7	Officer/Director/Employee Background Check Forms (DOB and/or EB)		
}	Email Items 1 - 7 to JCARNES@CONSULTEOS COM and MCJ@BARRONPARTNERS COM	incomplete	
œ	Schedule Conference Call with Barron to review items 1 - 7.	Incomplete	
9	Backlog and Pipeline Analysis Worksheet [CLICK HERE]	incomplete	
10	Capex Worksheet [CLICK HERE]	incomplete	
11	Receivables Worksheet [CLICK HERE]	orgentacorr.	
12	Personnel & Compensation Worksheet [CLICK HERE]	ncomplete	***************************************
13	Properties Worksheet [CLICK HERE]	incomplete	
14	Miscellaneous Worksheet [CLICK HERE]	Incomplete	***************************************
ı	Email Items 9 - 14 to JCARNES@CONSULTEOS.COM and MCJ@BARRONPARTNERS.COM	incomplete	
15	Schedule Conference Call with Barron to review items 9 - 14	asimon	WATERWAY THE STREET ALL ALL ALL ALL ALL ALL ALL ALL ALL AL
6	Schedule on-site Organizational Assessment (must be complete 3 days prior to funding)	Branch and South	

## RETURN TO CHECKLIST ICLICK HERE!

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PARENT COMPANY

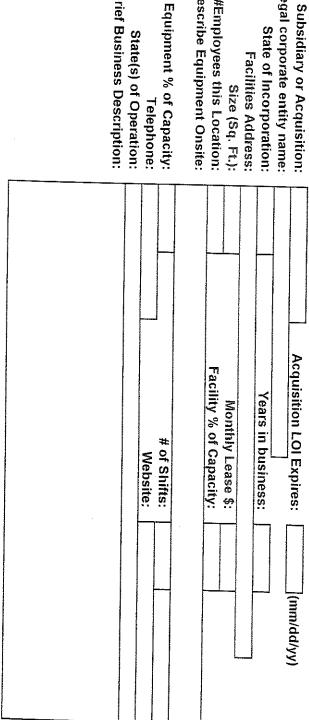
Legal corporate entity name: #Employees this Location: Headquarters Address: State of Incorporation: Size (Sq. Ft.):

**Brief Business Description:** Equipment % of Capacity: State(s) of Operation: Telephone:

Describe Equipment Onsite: N N Monthly Lease \$: Facility % of Capacity: Years in Business: # of Shifts: Website:

### SUBSIDIARIES/ACQUISITIONS

Legal corporate entity name: Describe Equipment Onsite: Brief Business Description: #Employees this Location: Equipment % of Capacity: State of Incorporation: State(s) of Operation: Facilities Address: Size (Sq. Ft.): Telephone:

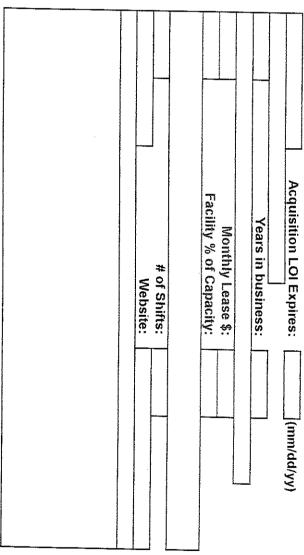


Subsidiary or Acquisition:
Legal corporate entity name:
State of Incorporation:
Facilities Address:
Size (Sq. Ft.):
#Employees this Location:
Describe Equipment Onsite:
Equipment % of Capacity:
Telephone:
State(s) of Operation:
Brief Business Description:

Acquisition LOI Expires: Facility % of Capacity: Years in business: Monthly Lease \$: # of Shifts: Website: (mm/dd/yy)

Subsidiary or Acquisition:

Legal corporate entity name:
State of Incorporation:
Facilities Address:
Size (Sq. Ft.):
#Employees this Location:
Describe Equipment Onsite:
Equipment % of Capacity:
Telephone:
State(s) of Operation:
Brief Business Description:



Describe Equipment Onsite: **Brief Business Description:** #Employees this Location: **Equipment % of Capacity:** State(s) of Operation: Facilities Address: Size (Sq. Ft.): Telephone:

Legal corporate entity name: Subsidiary or Acquisition: State of Incorporation: Acquisition LOI Expires: Facility % of Capacity: Years in business: **Monthly Lease \$:** # of Shifts: Website: ](mm/dd/yy)

#### Contact Info:

Instructions: For the Parent company and each division/acquisition, please provide contact info for all key executives, officers and directors, auditors and accountants, bankers (all areas), lawyers (all areas), insurance agents (all types), and 10% or greater shareholders, including name, company name, title, daytime phone, cell phone, e-mail address and physical address.

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***************************************									CEC		Position	Title or	
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			venetalismuster over interest interest interest interest interest in the control of the control						TOT HER GIVE CANE FOREST, II. 00040	100 field drive LAKE FOREST II 60045	Physical address		

## RETURN TO CHECKLIST ICLICK HERE!

## **Business Opportunity:**

description of each product or service offered. Complete the following table. **Instructions:** Provide copies of any business plans, strategic plans, business valuations, investor presentations and one page summaries made within the past two years. Also provide copies of all sales and marketing materials and a short

Barriers	Competitive	Industry	Mission/Vision
to Entry:	Advantages:	Positioning:	Statement:
	Specific Strengths.	(describe industry, growth rate, market potential, number and size of competitors, identify major competitors and indicate if publicly traded)	SEE LICENSE AGREEMENT AND FINANCIAL PROJECTIONS

Document 19-26

Other Factors:	Risks and Weaknesses:	Acquistion or Growth Strategy:	Capital Expenditures:

age 2

## Combined Historical and Proforma Financials:

RETURN TO CHECKLIST ICLICK HERE!

Instructions: Provide the following information and complete the table below.

Please provide the following:

1. Copies of (i) the audited (unaudited, if there is no audit) balance sheet, statement of income and, cash flow statement; and (ii) the internally generated financial statements of the Company for each of the months ended after the last fiscal year.

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Please complete the following table: SEE FINANCIAL PROJENTIONS

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## Capital Structure and Past Financings:

class of stock outstanding. Attach additional sheets as needed Provide details of ownership structure, capital structure, including major shareholders, debtholders, and each **DETAIL IN FINANCIAL PROJECTION AND LOI** 

registration and piggyback rights, covenants, adjustments, default provisions, and any other material terms. of source of funds). Attach copies of term sheets, PPM's and closing documents for each financing detailing List of all past financings, loans and credit lines (including amount, date of transaction, and name and address

financing, as well as for past financings above. Explain and attach any copies of any agreements to pay finders fees or brokers fees in relation to the proposed

Break down and explain the use of proceeds from this investment and any previous rounds of financing within the past two years. Attach additional sheets as needed.

the Company or any of its subsidiaries or any property thereof. Provide copies of any appraisals, independent or otherwise, made within the last 5 years as to the value of

or planned as a result of this transaction or proposed acquisitions Explain and provide copies of any revenue sharing, earnings sharing or earn-out agreements in existence

#### **Customer References:**

Instructions: For each Division/Acquisition, please provide references totaling at teast 80% of last complete fiscal year's revenues.

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## Backlog and Pipeline:

Acquition target: ovulation scope Provide a summary and breakdown of the current backlog of the Company and of any Acquisition targets

Provide explanations of any significantly increased sales you projected in the Customer References Worksheet.

agreements with customers listed in the Customer References Worksheet Provide copies of any significant agreements, e.g. royalty or license agreements, long term sales contracts or distribution

currently in effect or under consideration, including any service, support, warranty or maintenance agreements List and provide copies of all agreements with the Company's customers listed in the Customer References Worksheet

PRIMARY CUSTOMER SERVICE PRIVIDED BY NEWCO. LAB CS SUPPLIED BY BIOSAFE

suppliers, including for the supply of materials used in the business of the Company. List and provide copies of all significant agreements with the Company's vendors, manufacturers, retailers, brokers and

SEE LICENSE AGREEMENT description of each relationship. Provide an accounts payable worksheet including contact information for the Company's five largest suppliers and a brief

connection with any business of the Company. or provided by, or pursuant to which the Company acquires products or components for products from, third parties in List and provide copies of all agreements pursuant to which the Company's products or services are or will be manufactured

SEE LICENSE AGREEMENT

five years.

## RETURN TO CHECKLIST [CLICK HERE]

service and maintenance costs.  $\ensuremath{\mathsf{NA}}$ Please provide a breakdown of all capital equipment purchases in the past five years and as projected for the next five years including price paid, current market value, replacement cost, useful life, disposition plans, and ongoing

Please provide a list of Research and Development costs for the past five years and as projected for the next five

Please provide working capital requirements for each of the past five years and as projected for the each of the next years.

expense contracts. Please provide copies of any contracts or commitments relating to Capital Equipment Lease or Purchase or R&D